

EXHIBIT 28

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 2 Alisha M. Louie (SBN 240863)
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 5 East Palo Alto, CA 94303
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10 Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

11
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

12
 13 ANN OTSUKA, an individual; JANIS KEEFE,
 14 an individual; CORINNE PHIPPS, and
 15 individual; and JUSTIN KISER, an individual;
 16 and on behalf of all others similarly situated,

17 Plaintiff,
 18 v.
 19 POLO RALPH LAUREN CORPORATION, a
 20 Delaware Corporation; et al.,
 21 Defendants.

22 Case No. C07-02780 SI

23
DECLARATION OF ANDREA
WILLIAMS IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION

24 Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

I, Andrea Williams, hereby affirm, under penalty of perjury, as follows:

1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store, located in Cabazon, California. I have served in this position since October 2007. I was previously the General Manager for the Ontario store for two years. I have personal knowledge of the facts set forth in this declaration, and if called as a witness, could and would competently testify as set forth below.

2. Presently, I oversee four managers ("Managers"), including an Assistant Manager Merchandising - Men's and Home, Assistant Manager Merchandising - Women's and Kids, Assistant Manager Human Resources, and an Assistant Manager Operations. All managers are paid a salary and are not compensated by the hour. Presently I oversee four supervisors ("Supervisors"), including a point of sale supervisor, a supervisor for Women's and Kid's, Men's and Home, and Shipping and Receiving. All Supervisors are paid an hourly rate of pay.

3. At present, there are approximately eighty-five sales associates that work in the store.

4. Sales associates are generally students and not career retail associates. The average associate works here for four to six months, and generally does not develop any long term customer relationships.

HIRING PROCEDURE

5. The Assistant Manager Human Resources is responsible for interviewing new sales associate candidates. I also frequently interview sales associate candidates.

6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren Retail Employee Handbook, an Assimilation Handbook, and excerpts from the Loss Prevention Handbook that includes inspection procedures.

7. During the hiring process, the Assistant Manager Human Resources discusses sales associate compensation and answers any questions that sales associates may have.

8. During the orientation process, the sales associate participates in a loss prevention orientation that consists of safety and check-out procedures on two videos.

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COMPENSATION

2 9. Approximately thirteen sales associates are full-time non-exempt employees.

3 10. All other sales associates are part-time non-exempt employees. The sales associates
 4 are scheduled for up to 25 hours per week.

5 11. All sales associates are compensated by an hourly rate of pay. No sales associate
 6 receives commission compensation.

7 12. Sales associates on some occasion work more than eight hours in a day or more than
 8 forty hours in a week. In these instances, the sales associate is compensated for overtime at a
 9 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

10
CLOCKING IN AND OUT

11 13. There is an opening shipping and receiving shift at 5 am that ends at 10 am.

12 14. The opening sales associate store shift is 8 am, with more sales associates starting each
 13 hour after throughout the day. The last shift of the day starts at 5 pm and goes until 11 pm. Shifts are
 14 approximately four to six hours.

15 15. The opening Manager is aware of when sales associates are due to arrive and generally
 16 in the morning works in the store near the door within audible distance of a sales associate knocking
 17 on the door. Sales associates can and do call the Manager on their cell phone if they need to be let
 18 into the store. All employees are provided with the store phone number.

19 16. All doors to the store are unlocked at 10 am when the store opens.

20 17. Monday through Friday the store hours are 10 am to 8 pm, Saturdays the store hours
 21 are 9 am to 9 pm, and on Sundays store hours are 10 am to 8 pm.

22 18. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
 23 employee with management responsibilities, either as the General Manager, Assistant Manager or
 24 Supervisor. The CSM is responsible for coordinating the sales associates while they work on the
 25 floor.

26 19. With the number of different shifts in the store, sales associates finish with their shifts
 27 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will

1 advise sales associates when their shift is over. The sales associate will then be instructed to clock
2 out, and one of the Managers performs a loss prevention search. The CSM communicates with other
3 Managers in the store via walkie-talkie to coordinate a timely loss prevention search after a sales
4 associate clocks out. Sales associates also have access to walkie-talkies and may request a Manager
5 to meet them at the front of the store to perform a loss prevention search.
6

7 20. It takes approximately two minutes for a sales associate to exit the store after clocking
out. At any given time there is a minimum of three Managers or supervisors in the store with the
8 ability to perform a loss prevention search.
9

10 21. Sales associates are required to use the time-keeping system to record hours worked.
Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
11 ("POS"). A true and correct copy of the floor plan for the Cabazon store is attached hereto as Exhibit
12 A. There are 10 cash registers in the store, indicating on Exhibit A as "I". Sales associates can also
13 clock in on two computers located in the back area of the stores. Sales associates clock-in after
14 putting away their personal belongings.
15

16 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
17 making appropriate changes including making a manual adjustment to the time clock record.
18

LOSS PREVENTION SEARCHES

19 23. A true and correct copy of the floor plan for the Cabazon store is attached as Exhibit
A. The door designated as "A" is the main door where sales associates enter and exit. This is also
20 used as a patron door. Door "B" is the emergency exit. Door "C" is a shipping and receiving
21 entrance and can also be used as an emergency exit. Employees are not permitted to use this door to
22 enter or leave the store.
23

24 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
search. The procedure for the loss prevention search is for each sales associate to show the contents
25 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
26 bag of a sales associate.
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2 25. I have never received any complaints regarding the loss prevention search procedure,
3 including any complaints that the process is time consuming, humiliating or causes emotional
4 distress.
5

REST AND MEAL BREAKS

6 26. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the
7 store to update each sales associate as to the sales goals for the day. The CSM also designates the
8 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
9 the schedule for the day including the time when each sales associate will be designated to go on
10 his/her rest or meal break.

11 27. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
12 This form has a list of all sales associates scheduled to work and lists when each sales associate is
13 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
14 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
15 they have taken their rest or meal break.

16 28. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
17 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

18 29. Sales associates do not clock-out for rest breaks.

19 30. Sales associates clock-out for meal breaks. Sales associates typically leave the store
20 during for their meal break after gathering their belonging and finding a Manager or Supervisor to
21 perform a loss prevention search.

22 31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
23 This material is reviewed with each sales associate during their orientation. A copy of the rest and
24 meal break policy is posted in the break room.

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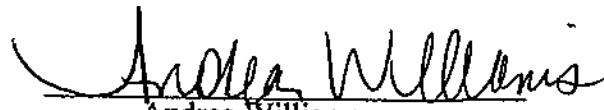
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1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on February 1, 2008.

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5 Andrea Williams
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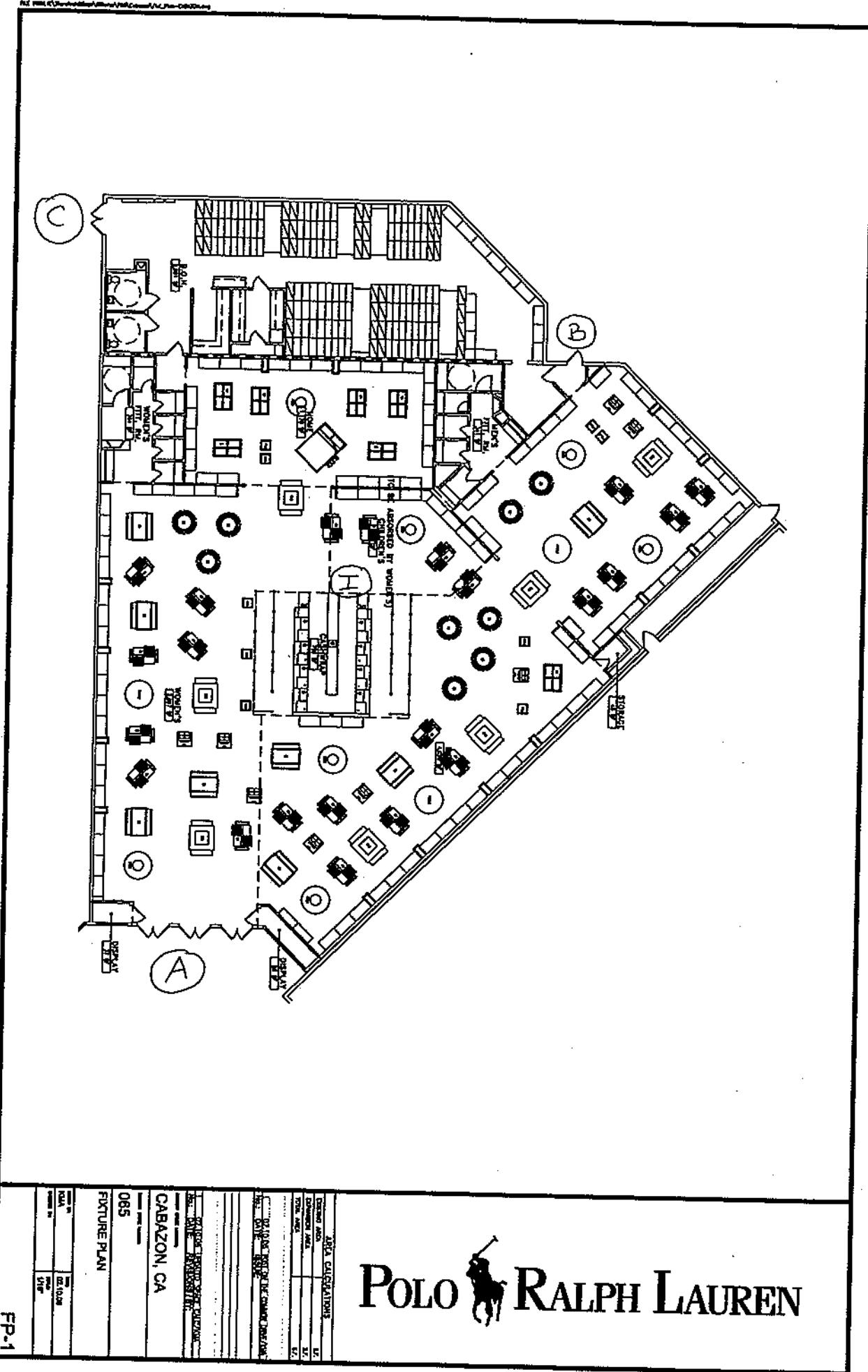


EXHIBIT 29

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 William J. Goines (SBN 061290)
 2 Alisha M. Louie (SBN 240863)
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10 Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

11
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

12
 13 ANN OTSUKA, an individual; JANIS KEEFE,
 14 an individual; CORINNE PHIPPS, and
 15 individual; and JUSTIN KISER, an individual;
 16 and on behalf of all others similarly situated,

17 Plaintiff,
 18 v.
 19 POLO RALPH LAUREN CORPORATION, a
 20 Delaware Corporation; et al.,
 21 Defendants.

Case No. C07-02780 SI

**DECLARATION OF LIANNE
 ISHIKAWA IN SUPPORT OF
 DEFENDANTS' OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, Lianne Ishikawa, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the Assistant General Manager for Human Resources for Polo Ralph
3 Lauren Factory Outlet Store, located in Camarillo, California ("Camarillo store"). I have served in
4 this position since September 2007. I was previously the General Manager for the Camarillo store
5 from March 2007 - September 2007. I was previously the Assistant Manager Operations for the
6 Camarillo store from January 2007-March 2007. I was previously the Assistant General Manager for
7 Human Resources for the Camarillo store from October 2006-December 2006. I have personal
8 knowledge of the facts set forth in this declaration, and if called as a witness, could and would
9 competently testify as set forth below.

10 2. Presently I oversee the Point of Sale supervisor ("Supervisors"). All Supervisors are
11 paid an hourly rate of pay.

12 3. At present, there are approximately 40 sales associates that work in the store.

13 4. Sales associates are generally students and not career retail associates. The average
14 associate works here for approximately six months, and generally does not develop any long term
15 customer relationships.

16 **HIRING PROCEDURE**

17 5. I am responsible for interviewing new sales associate candidates. I interview all sales
18 associate candidate who are ultimately hired.

19 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
20 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
21 inspection procedures.

22 7. During the hiring process, the Assistant Manager Human Resources discusses sales
23 associate compensation and answers any questions that sales associates may have.

24 8. During the orientation process, the sales associate participates in a loss prevention
25 orientation that consists of safety and check-out procedures on two videos.

26 **COMPENSATION**

27 9. The Camarillo store has 5 full-time non-exempt sales associates.

10. The remaining sales associates are part-time non-exempt employees.

11. All sales associates are compensated by an hourly rate of pay. No sales associate receives commission compensation.

12. Sales associates on some occasions work more than eight hours in a day or more than forty hours in a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

13. There is an opening shipping and receiving shift at 5 am that ends at 9 am.

14. There are various sales associate and cashier shifts throughout the day. Part-time shifts are approximately 4-25 hours per week. Full time shifts are approximately 32-40 hours per week.

15. The opening Manager is aware of when sales associates are due to arrive and generally in the morning works in the store within audible distance of a sales associate knocking on the door. Sales associates can and do call the Manager on their cell phone if they need to be let into the store. All employees are provided with the store phone number.

16. The front doors to the store are unlocked at 10 am when the store opens.

17. Monday through Saturday the store hours are 10 am to 9 pm, and on Sundays store hours are 10 am to 8 pm.

18. At all times, there is a Customer Service Manager (“CSM”) on duty. A CSM is an employee with management responsibilities, either as the General Manager, Assistant Manager or Supervisor. The CSM is responsible for coordinating the sales associates while they work on the floor.

19. With the number of different shifts in the store, sales associates finish with their shifts at different points throughout the day. The CSM is constantly monitoring the shift schedule and will advise sales associates when their shift is over. The sales associate will then be instructed to clock out, and one of the Managers performs a loss prevention search.

20. It takes less than three minutes for a sales associate to exit the store after clocking out.

21. Sales associates are required to use the time-keeping system to record hours worked. Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System ("POS"). A true and correct copy of the floor plan for the Camarillo store is attached hereto as Exhibit A. There are 8 cash registers in the store, indicating on Exhibit A as "I". Sales associates clock-in after putting away their personal belongings.

22. It is each sales associate's responsibility to clock-in and out each day. If a sales associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

23. A true and correct copy of the floor plan for the Camarillo store is attached as Exhibit A. The door designated as "A" is the main door where sales associates enter and exit. This is also used as a patron door. Door "B" is the shipping and receiving entrance and is also used as an emergency exit. Employees are not permitted to use this door to enter or leave the store. Door "C" is a patron entrance and exit. Employees are not permitted to use this door to enter or leave the store.

24. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The procedure for the loss prevention search is for each sales associate to show the contents of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the bag of a sales associate. I would estimate from the time a sales associate clocks out until the sales associate exits the store, following a loss prevention search, this process takes approximately 3 minutes.

25. When I was the General Manager in the Camarillo store, loss prevention searches were conducted similarly as described above.

26. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

27. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the

1 store to update each sales associate as to the sales goals for the day. The CSM also designates the
 2 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
 3 the schedule for the day including the time when each sales associate will be designated to go on
 4 his/her rest or meal break.

5 28. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
 6 This form has a list of all sales associates scheduled to work and lists when each sales associate is
 7 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
 8 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
 9 they have taken their rest or meal break.

10 29. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
 11 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

12 30. Sales associates do not clock-out for rest breaks.

13 31. Sales associates clock-out for meal breaks. Sales associates typically leave the store
 14 during their meal break after gathering their belongings and finding a Manager or Supervisor to
 15 perform a loss prevention search.

16 32. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
 17 This material is reviewed with each sales associate during their orientation.

SCHEDULING

19 33. In my role as the Assistant Manager Human Resources I have responsibility for
 20 scheduling. I ensure that the schedule was structured to allow for full-coverage on the floor. Time for
 21 rest and meal breaks are always accommodated and there is always adequate manager coverage to
 22 perform loss prevention searches.

23 34. Scheduling takes into account the availability of management. For example, the
 24 schedule will not have both start-of-shift meetings, which are led by a manager, and employees
 25 ending their shifts, occurring at the same time. This allows for proper management availability on the
 26 floor when employees are ending their shifts and require bag inspection searches.

27 35. I always ensure that the schedule provides for manager availability during necessary

1 times, including the end-of-shifts when employees would require a bag inspection by a manager.
2

3 I declare under penalty of perjury under the laws of the State of California that the foregoing
4 is true and correct.

5 Executed on June 18, 2008

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7 Lianne Ishikawa

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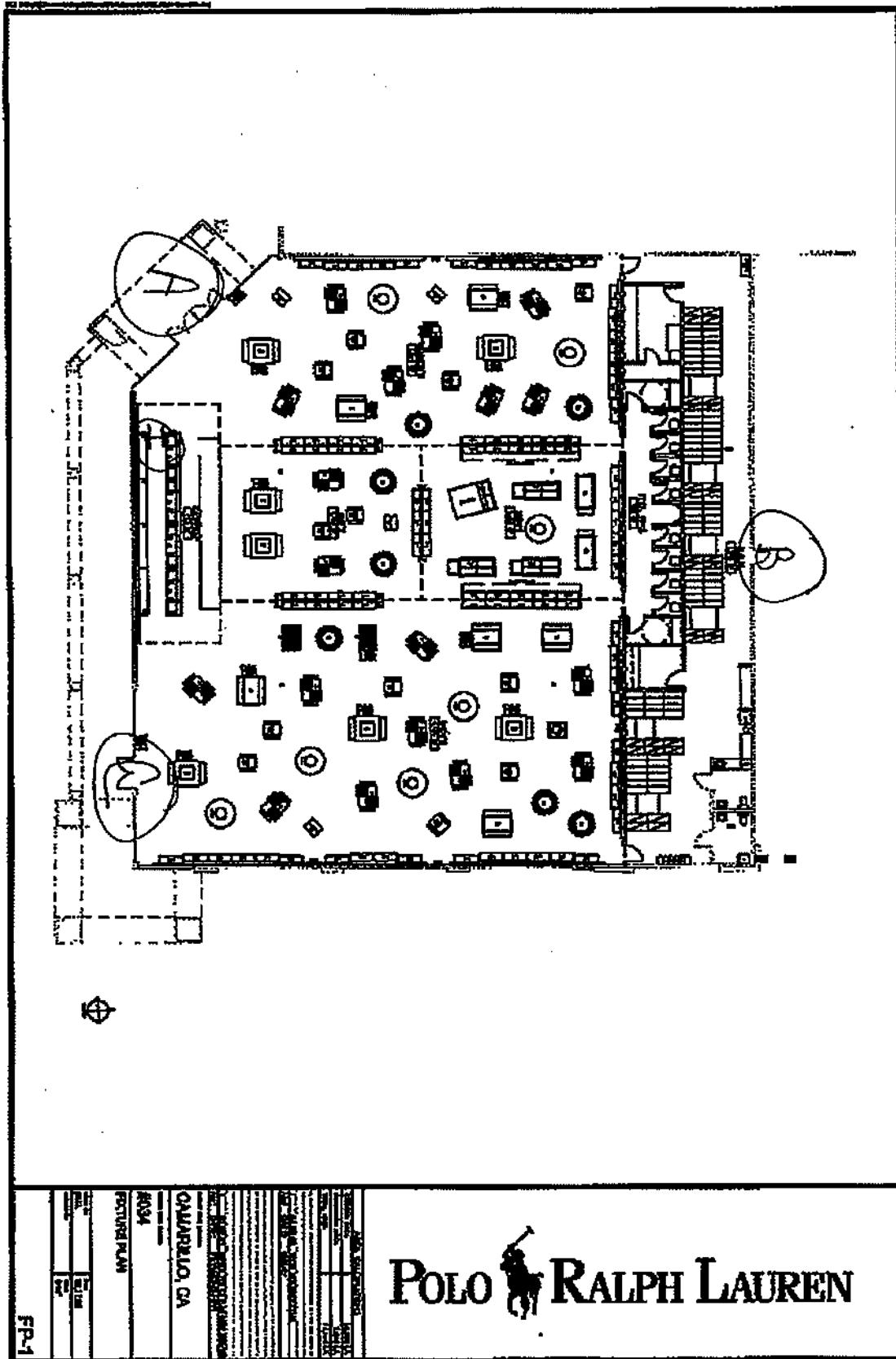


EXHIBIT 30

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Alisha M. Louie (SBN 240863)
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Email: meierj@glaw.com

Attorneys for Defendants Polo Ralph Lauren Corporation; Polo Retail, LLC; Polo Ralph Lauren Corporation, doing business in California as Polo Retail Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE, an individual; CORINNE PHIPPS, and individual; and JUSTIN KISER, an individual; and on behalf of all others similarly situated,

Plaintiff,
v.

**POLO RALPH LAUREN CORPORATION, a
Delaware Corporation; et al.,**

Defendants.

Case No. C07-02780 SI

**DECLARATION OF HILLARY
TUCKER IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008
Time: 9:00 am
Dept: Courtroom 10, 19th Fl.
Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

I, Hillary Tucker, hereby affirm, under penalty of perjury, as follows:

1. I presently am the District Manager for Polo Ralph Lauren Factory Outlet Stores located in Mammoth Lakes, Tulare, Barstow California. I have served in this position since October 2007. Previously I was the General Manager of the Polo Ralph Lauren Factory Outlet Stores located in Las Vegas, California from January 2006-October 2007. Previously I was the General Manager of the Polo Ralph Lauren Factor Outlet Store located in Camarillo, California from May 2005 to January 2006. I have personal knowledge of the facts set forth in this declaration, and if called as a witness, could and would competently testify as set forth below.

District Manager Responsibilities

2. Presently, I oversee three stores in California. I am responsible for management, development and ensuring that company policies are met. I have weekly conference calls with the General Managers for the stores in my district. I have individual calls with General Managers twice a month.

3. My responsibilities include explaining to the General Managers the rest and meal break policy and ensuring that those policies are enforced in the stores. I personally follow up in each store in my district to personally observe whether policies are being followed.

4. General Managers are required to use a Daily Planning Agenda to ensure that each employee takes a rest and meal break. This form has a list of all sales associates scheduled to work and lists when each sales associate is scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that they have taken their rest or meal break.

5. In my scope as district manager, I have never observed any problems with employees not taking rest and meal breaks, working off the clock, or being subject to lengthy off-the-clock bag inspection searches in any of my stores, nor have any of my General Managers brought any of those issues to my attention.

General Manager-Camarillo Store

6. Previously I was the General Manager of the Polo Ralph Lauren Factor Outlet Store

1 located in Camarillo, California from May 2005 to January 2006.
 2

3 7. Sales associates in that store were generally students and not career retail associates.
 4 The average associate worked there for approximately six months, and generally did not develop any
 5 long term customer relationships.

HIRING PROCEDURE

6 8. As the General Manager for the Camarillo store, I interviewed all sales associate
 7 candidate who are ultimately hired.

8 9. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
 9 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
 10 inspection procedures.

11 10. During the hiring process, the Assistant Manager Human Resources discusses sales
 12 associate compensation and answers any questions that sales associates may have.

13 11. During the orientation process, the sales associate participates in a loss prevention
 14 orientation that consists of safety and check-out procedures on two videos.

COMPENSATION

16 12. All sales associates in the Camarillo store were compensated by an hourly rate of pay.
 17 No sales associate received commission compensation.

18 13. Sales associates on some occasions worked more than eight hours in a day or more
 19 than forty hours in a week. In these instances, the sales associate was compensated for overtime at a
 20 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

22 14. The opening Manager is aware of when sales associates were due to arrive and
 23 generally in the morning worked in the store within audible distance of a sales associate knocking on
 24 the door. Sales associates can and do call the Manager on their cell phone if they need to be let into
 25 the store. All employees are provided with the store phone number.

26 15. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
 27 employee with management responsibilities, either as the General Manager, Assistant Manager or

1 Supervisor. The CSM was responsible for coordinating the sales associates while they work on the
 2 floor.

3 16. With the number of different shifts in the store, sales associates finished with their
 4 shifts at different points throughout the day. The CSM was constantly monitoring the shift schedule
 5 and would advise sales associates when their shift was over. The sales associate would then be
 6 instructed to clock out, and one of the Managers performed a loss prevention search.

7 17. It took two to three minutes for a sales associate to exit the store after clocking out. If
 8 a sales associate had to locate a manager it could take up to five minutes.

9 18. Sales associates were required to use the time-keeping system to record hours worked.
 10 Sales Associates clocked-in at one of the store's cash registers, known as the Point of Sale System
 11 ("POS"). Sales associates clocked-in after putting away their personal belongings.

12 19. It was each sales associate's responsibility to clock-in and out each day. If a sales
 13 associate forgot to clock-in or clock-out, the sales associate advised a Manager who could make
 14 appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

16 20. Each time a sales associate exited the store, he/she underwent a loss prevention search.
 17 The procedure for the loss prevention search was for each sales associate to show the contents of any
 18 bag in their possession to a Manager. A Manager was not permitted to put their hands inside the bag
 19 of a sales associate. I would estimate from the time a sales associate clocked out until the sales
 20 associate exited the store, following a loss prevention search, this process took approximately 1 to 2
 21 and not more than 5 minutes.

22 21. As the General Manager of the Camarillo store, I never received any complaints
 23 regarding the loss prevention search procedure, including any complaints that the process was time
 24 consuming, humiliating or caused emotional distress.

REST AND MEAL BREAKS

26 22. At the beginning of each sales shift, the CSM arranged a meeting on the floor of the
 27 store to update each sales associate as to the sales goals for the day. The CSM also designated the
 28

1 area which each sales associate would be covering. In addition, the CSM informed the sales associate
 2 of the schedule for the day including the time when each sales associate would be designated to go on
 3 his/her rest or meal break. Sometimes the precise time of the rest break was changed depending on
 4 the volume of business in the store, but I always checked up to make sure that sales associates tooks
 5 their breaks.

6 23. The schedule for rest and meal breaks was written down on the Daily Planning
 7 Agenda. This form had a list of all sales associates scheduled to work and listed when each sales
 8 associate was scheduled to take their rest and meal breaks.

9 24. The CSM was aware of when rest and meal breaks were scheduled. The CSM
 10 typically would advise a sales associate when it is his/her time to leave for a scheduled rest or meal
 11 break.

12 25. Sales associates did not clock-out for rest breaks.

13 26. Sales associates did clock-out for meal breaks. Sales associates typically left the store
 14 during their meal break after gathering their belonging and finding a Manager or Supervisor to
 15 perform a loss prevention search.

16 27. The rest and meal break policy wass enumerated in the Polo Retail Employee
 17 Handbook. This material was reviewed with each sales associates during their orientation.

SCHEDULING

19 28. As the General Manager, I was responsible for scheduling in the Camarillo store. I
 20 ensured that the schedule was structured to allow for full-coverage on the floor. Time for rest and
 21 meal breaks was always accommodated and there was always adequate manager coverage to perform
 22 loss prevention searches.

23 29. Scheduling took into account the availability of management. For example, the
 24 schedule would not have both start-of-shift meetings, which are led by a manager, and employees
 25 ending their shifts, occurring at the same time. This allowed for proper management availability on
 26 the floor when employees were ending their shifts and required bag inspection searches.

27 30. I always ensured that the schedule provides for manager availability during necessary

1 times, including the end-of-shifts when employees would require a bag inspection by a manager.
2

3 I declare under penalty of perjury under the laws of the State of California that the foregoing
4 is true and correct.

5 Executed on June 3 2008
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6 DECLARATION IN SUPPORT OF OPPOSITION TO MOTION FOR CLASS CERTIFICATION
7 8V348,253,217v1 1/25/2008

EXHIBIT 31

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 William J. Goines (SBN 061290)
 2 Alisha M. Louie (SBN 240863)
 3 GREENBERG TRAURIG, LLP
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 Facsimile: (916) 448-1709
 Email: meierj@gtlaw.com

10 Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

11
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

12
 13 ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

14 Plaintiff,
 v.

15 POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

16 Defendants.

17 Case No. C07-02780 SI

18
**DECLARATION OF NANCY HONG IN
 SUPPORT OF DEFENDANTS'
 OPPOSITION TO PLAINTIFFS'
 MOTION FOR CLASS
 CERTIFICATION**

19 Date: July 11, 2008
 Time: 9:00 am
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

20
 21 AND RELATED CROSS-ACTIONS.

1 I, Nancy Hong, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in Carlsbad, California. I have served in this position since March 2007. I was previously the
4 Assistant Manager for Womens and Children in the Carlsbad store for just over one year. Before
5 moving to Carlsbad I was the Assistant Manager for Womens and Children in the Gilroy store. I have
6 personal knowledge of the facts set forth in this declaration, and if called as a witness, could and
7 would competently testify as set forth below.

8 2. Presently, I oversee four managers ("Managers"), including an Assistant Manager
9 Merchandising - Men's and Home, Assistant Manager Merchandising - Women's and Kids, Assistant
10 Manager Human Resources, and an Assistant Manager Operations. All Managers are paid a salary
11 and are not compensated by the hour. Presently I oversee four supervisors ("Supervisors"), including
12 a supervisor for Women's and Kid's, Men's and Home, Point of Sale, and Shipping and Receiving.
13 All Supervisors are paid an hourly rate of pay.

14 3. At present, there are approximately fifty-two sales associates that work in the store.

15 4. Sales associates are of mixed age and not career retail associates. The average
16 associate works here for approximately one year, and generally does not develop any long term
17 customer relationships.

18 **HIRING PROCEDURE**

19 5. The Assistant Manager Human Resources is responsible for interviewing new sales
20 associate candidates. I interview every sales associate candidate who is ultimately hired.

21 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
22 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
23 inspection procedures.

24 7. During the hiring process, the Assistant Manager Human Resources discusses sales
25 associate compensation and answers any questions that sales associates may have.

26 8. During the orientation process, the sales associate participates in a loss prevention
27 orientation that consists of safety and check-out procedures on two videos.

1
COMPENSATION

2 9. The Carlsbad store has five full-time non-exempt employees.

3 10. The remaining sales associates are part-time non-exempt employees. The sales
 4 associates are scheduled for up to 22 hours per week.

5 11. All sales associates are compensated by an hourly rate of pay. No sales associate
 6 receives commission compensation.

7 12. Sales associates on some occasions work more than eight hours in a day or more than
 8 forty hours in a week. In these instances, the sales associate is compensated for overtime at a
 9 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

10 **CLOCKING IN AND OUT**

11 13. There is an opening shipping and receiving shift at 5 am that ends at 10 am to 2 pm.

12 14. The opening sales associate shift is 7 am to 4 pm on weekends. The opening sales
 13 associate shift during the week is 8 or 9 am to 1 pm or 2 pm. The mid sales associate shift is from 12
 14 or 1 pm to 5 or 6 pm. There is also a 2 or 3 pm to 7 pm or 8 pm shift. The last shift of the day starts
 15 at 5 or 6 pm and goes until 9, 10 or 11 pm. Shifts are approximately four to eight hours.

16 15. The opening Manager is aware of when sales associates are due to arrive and generally
 17 in the morning works in the store within audible distance of a sales associate knocking on the door.
 18 Sales associates can and do call the Manager on their cell phone if they need to be let into the store.
 19 All employees are provided with the store phone number.

20 16. All doors to the store are unlocked at 10 am when the store opens.

21 17. Monday through Saturday the store hours are 10 am to 9 pm, and on Sundays store
 22 hours are 10 am to 7 pm.

23 18. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
 24 employee with management responsibilities, either as the General Manager, Assistant Manager or
 25 Supervisor. The CSM is responsible for coordinating the sales associates while they work on the
 26 floor.

27 19. With the number of different shifts in the store, sales associates finish with their shifts

1 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will
2 advise sales associates when their shift is over. The sales associate will then be instructed to clock
3 out, and one of the Managers performs a loss prevention search.

4 20. It takes less than a minute for a sales associate to exit the store after clocking out. At
5 any given time there is a minimum of two Managers or supervisors in the store with the ability to
6 perform a loss prevention search.

7 21. Sales associates are required to use the time-keeping system to record hours worked.
8 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
9 ("POS"). A true and correct copy of the floor plan for the Carlsbad store is attached hereto as Exhibit
10 A. There are 8 cash registers in the store, indicating on Exhibit A as "I". Sales associates clock-in
11 after putting away their personal belongings.

12 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
13 associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
14 making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

16 23. A true and correct copy of the floor plan for the Carlsbad store is attached as Exhibit
17 A. The door designated as "A" is the main door where sales associates enter and exit. This is also
18 used as a patron door. Door "A" is also the shipping and receiving entrance. Door "B" is a
19 emergency exit. Employees are not permitted to use this door to enter or leave the store. Door "C"
20 and "D" are patron entrance and exits only.

21 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
22 search. The procedure for the loss prevention search is for each sales associate to show the contents
23 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
24 bag of a sales associate.

25 25. I have never received any complaints regarding the loss prevention search procedure,
26 including any complaints that the process is time consuming, humiliating or causes emotional
27 distress.

REST AND MEAL BREAKS

26. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the store to update each sales associate as to the sales goals for the day. The CSM also designates the area which each sales associate will be covering. In addition, the CSM informs the sales associate of the schedule for the day including the time when each sales associate will be designated to go on his/her rest or meal break.

27. The schedule for rest and meal breaks is written down on the Daily Planning Agenda. This form has a list of all sales associates scheduled to work and lists when each sales associate is scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that they have taken their rest or meal break.

28. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

29. Sales associates do not clock-out for rest breaks.

30. Sales associates clock-out for meal breaks. Sales associates typically leave the store during their meal break after gathering their belongings and finding a Manager or Supervisor to perform a loss prevention search.

31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each sales associate during their orientation.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on March 6, 2008

nancy hong
Nancy Hong

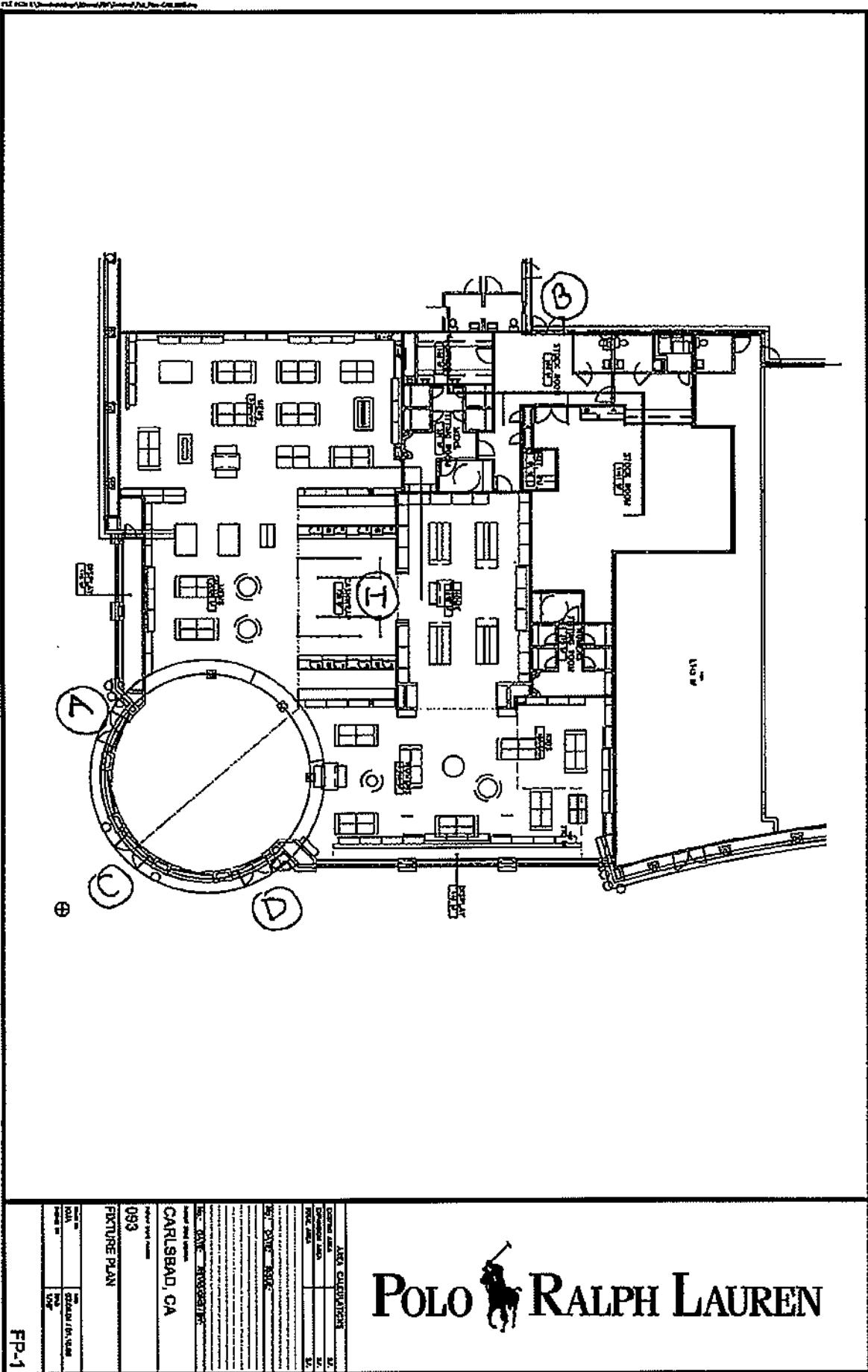


EXHIBIT 32

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 WILLIAM J. GOINES (SBN 061290)
 2 ALISHA M. LOUIE (SBN 240863)
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10 Attorneys for Defendants Polo Ralph Lauren Corporation; Polo
 Retail, LLC; Polo Ralph Lauren Corporation, doing business in
 California as Polo Retail Corporation; and Fashions Outlet of
 America, Inc.

11
 12
UNITED STATES DISTRICT COURT
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 14
NORTHERN DISTRICT OF CALIFORNIA

15 ANN OTSUKA, an individual; JANIS KEEFE,
 16 an individual; CORINNE PHIPPS, an
 17 individual; and on behalf of all others similarly
 18 situated,

19 Plaintiffs,

20 v.

21 POLO RALPH LAUREN CORPORATION, a
 22 Delaware Corporation; et al.,

23 Defendants.

24 Case No. C07-02780 SI

25
DECLARATION OF SANDRA BRODIE
IN SUPPORT OF OPPOSITION TO
PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION

26 DATE: July 11, 2008
 TIME: 9:00 a.m.
 CTRM: 10, 19th Fl.
 JUDGE: The Hon. Susan Illston

1 I, Sandra Brodie, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the Assistant Manager, Human Resources for Polo Ralph Lauren
 3 Factory Outlet Store, located in Gilroy, California. I have served in this position since February 2006
 4 - April 2007 and October 2007 to present. I was previously the Assistant Manager, Operations from
 5 November 2005 - February 2006.

6 2. Presently, there are five managers in the store ("Managers"). There is a General
 7 Manager and four Assistant Managers including an Assistant Manager Merchandising - Women's
 8 and Home, Assistant Manager Merchandising - Men's, Assistant Manager Human Resources, and an
 9 Assistant Manager Operations. All Managers are paid a salary and are not compensated by the hour.
 10 There are four Supervisors ("Supervisors"), including a supervisor for Women's, Men's, Point of
 11 Sale, and Shipping and Receiving. All Supervisors are paid an hourly rate of pay.

12 3. At present, there are approximately thirty-seven sales associates that work in the store.

13 4. Sales associates are a mix of students and other part-time employees and career retail
 14 associates. The average associate works here for approximately six months, and generally does not
 15 develop any long term customer relationships.

HIRING PROCEDURE

17 5. As the Assistant Manager Human Resources, I am responsible for interviewing new
 18 sales associate candidates. The General Manager participates in interviews for Supervisors and
 19 Assistant Managers. I interview all of the sales associate candidates who are ultimately hired.

20 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
 21 Retail Employee Handbook, dress code policy, and excerpts from the Loss Prevention Handbook that
 22 includes inspection procedures.

23 7. During the hiring process, I discuss sales associate compensation and answer any
 24 questions that sales associate may have.

25 8. During the orientation process, the sales associate participates in a loss prevention
 26 orientation that consists of safety and check-out procedures on video.

COMPENSATION

9. The Gilroy store has six full-time sales associates.

10. All of the sales associates are part-time employees. The part-time sales associates are scheduled for 8 - 28 hours per week.

11. All sales associates are compensated by an hourly rate of pay. No sales associate receives commission compensation.

12. Sales associates on some occasions work more than eight hours in a day or more than forty hours in a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

13. There is an opening shipping and receiving shift at 6 am that ends at 10 am.

14. There are staggering shifts throughout the day. The opening sales associate shift is from approximately 8 am to 1 pm. The mid sales associate shift starts at 10 am, 11 am, 12 pm, 1 pm, 2 pm, or 3 pm. The last shift of the day starts at 4, 5, 6 or 7 pm and goes until 10 or 11 pm. Shifts are approximately four to eight hours.

15. The opening Manager is aware of when sales associates are due to arrive and generally in the morning works in the store within audible distance of a sales associate knocking on the door. Sales associates usually are able to enter the store by knocking on the door but at times may call the Manager on their cell phone if they need to be let into the store. All employees are provided with the store phone number.

16. All doors to the store are unlocked at 10 am when the store opens

17. The store hours are Monday through Saturday the store hours are 10 am to 9 pm, and on Sundays store hours are 10 am to 7 pm.

18. At all times, there is a Customer Service Manager (“CSM”) on duty. A CSM is an employee with management responsibilities, either as the General Manager, Assistant Manager or Supervisor. The CSM is responsible for coordinating the sales associates while they work on the floor.

19. With the number of different shifts in the store, sales associates finish with their shifts

1 at different points throughout the day. Sales associates are aware of their shift times. When they have
2 reached the end of their shift, either the CSM will advise sales associates when their shift is over or
3 the sales associate will advise the CSM that it is the end of their shift. The sales associate will then
4 be instructed to clock out, and one of the Managers performs a loss prevention search.
5

6 20. It takes two to three minutes for a sales associate to exit the store after clocking out. At
7 any given time there is a minimum of two Managers or Supervisors in the store with the ability to
8 perform a loss prevention search.

9 21. Sales associates are required to use the time-keeping system to record hours worked.
10 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
11 ("POS"). On some occasions, sales associates use a computer in the Assistant Manager's office to
12 clock-in. A true and correct copy of the floor plan for the Gilroy store is attached hereto as Exhibit A.
13 There are 8 cash registers in the store, indicating on Exhibit A as "I". The computer located in the
14 Manager's office is designated as "II" on Exhibit A. Sales associates usually clock-in after putting
15 away their personal belongings.

16 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
17 associate forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
18 making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

19 23. A true and correct copy of the floor plan for the Gilroy store is attached as Exhibit A.
20 The door designated as "A" is the main door where sales associates enter and exit. This is also used
21 as a patron door. Door "B" is the shipping and receiving entrance and is also used as a patron door.
22 Employees are not permitted to use this door to enter or leave the store. Doors marked as "C" are
23 used as emergency exits and to dispose of trash and to receive small packages.
24

25 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
26 search. The procedure for the loss prevention search is for each sales associate to show the contents
27 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
28 bag of a sales associate.

REST AND MEAL BREAKS

25. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the store to update each sales associate as to the sales goals for the day. The CSM also designates the area which each sales associate will be covering. In addition, the CSM informs the sales associate of the schedule for the day including the time when each sales associate will be designated to go on his/her rest or meal break.

26. The schedule for rest and meal breaks is written down on the Daily Planning Agenda. This form has a list of all sales associates scheduled to work and lists when each sales associate is scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal break, they initial the Daily Planning Agenda next to their rest break time to indicate that they have taken their rest break.

27. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

28. Sales associates do not clock-out for rest breaks.

29. Sales associates clock-out for meal breaks. Sales associates typically leave the store during their meal break after gathering their belongings and finding a Manager or Supervisor to perform a loss prevention search.

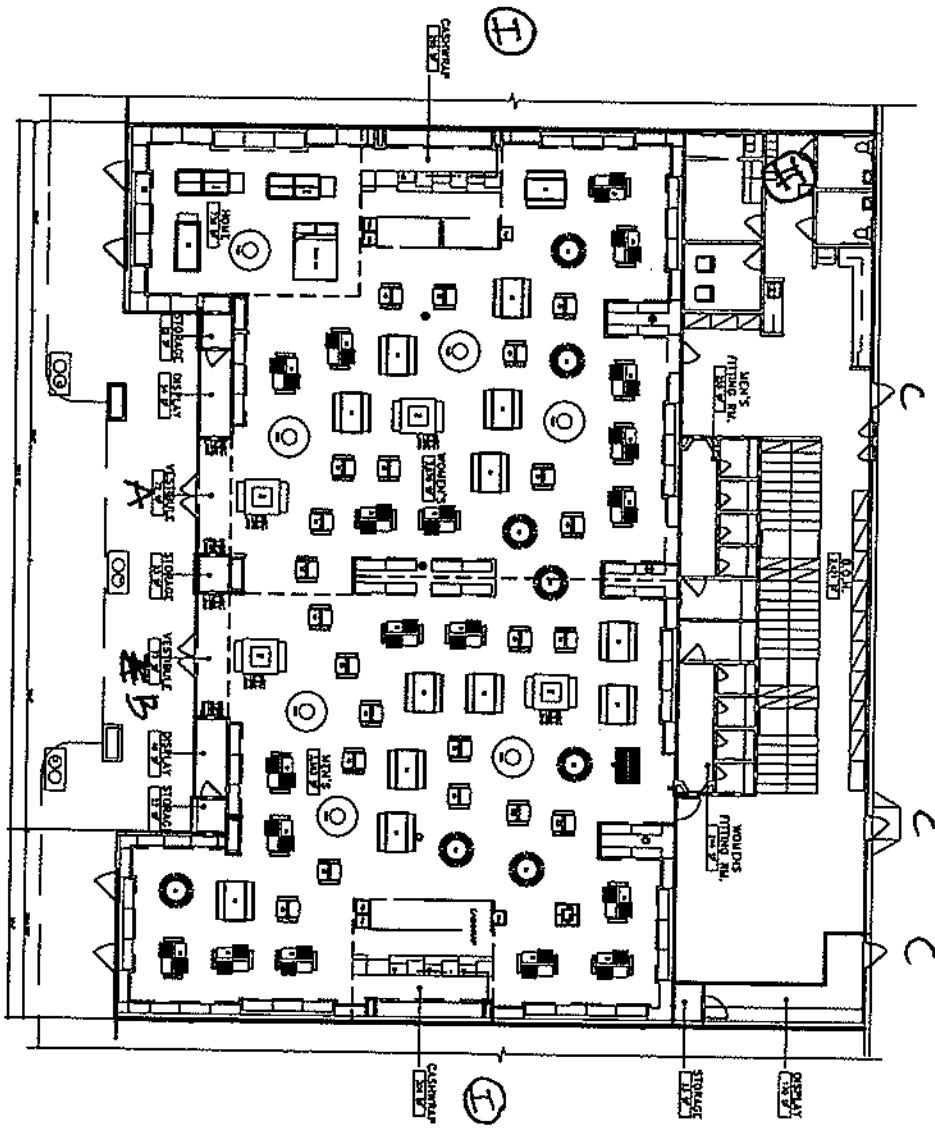
30. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each sales associate during their orientation.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 2, 2008

Brode

Sandra Brodie



Fixture Plan -

102

Fixture Plan -

GRAND OPENING
06/13/08 10:00 AM
VIP

FP-1

POLO RALPH LAUREN

EXHIBIT 33

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 WILLIAM J. GOINES (SBN 061290)
 2 ALISHA M. LOUIE (SBN 240863)
 3 KAREN ROSENTHAL (SBN 209419)
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10 Attorneys for Defendants Polo Ralph Lauren Corporation; Polo
 Retail, LLC; Polo Ralph Lauren Corporation, doing business in
 California as Polo Retail Corporation; and Fashions Outlet of
 America, Inc.

11
 12
UNITED STATES DISTRICT COURT
 13
NORTHERN DISTRICT OF CALIFORNIA

14
 15 ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, an
 individual; and on behalf of all others similarly
 situated,

16
 17 Plaintiffs,
 v.

18 POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

19
 20 Defendants.

21 Case No. C07-02780 SI

22
**DECLARATION OF VALERIE RAMOS
 IN SUPPORT OF OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

23
 DATE: July 11, 2008
 TIME: 9:00 a.m.
 CTRM: 10, 19th Fl.
 JUDGE: The Hon. Susan Illston

1 I, Valerie Ramos, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the Assistant Manager for Polo Ralph Lauren Factory Outlet Store
 3 Children's, located in Gilroy, California ("Children's Store"). I have served in this position since
 4 November 2006. I have personal knowledge of the facts set forth in this declaration, and if called as a
 5 witness, could and would competently testify as set forth below.

6 2. There is a second Polo Ralph Lauren Factory Outlet store in Gilroy that carries men's
 7 and women's apparel and home merchandise ("Adult Store")

8 3. There are four managers who work in this store ("Managers"). The General Manager
 9 ("GM") which was previously vacant, has recently been filled but the new GM has not yet begun
 10 work. The GM has job responsibilities over this store and the other Gilroy factory outlet store. As the
 11 Assistant Manager, I presently oversee two Selling Managers. All Managers are paid a salary and are
 12 not compensated by the hour.

13 4. At present, there are approximately seven sales associates that work in the store.

14 5. Sales associates are generally students and part-time employees and not career retail
 15 associates. The average associate works here for approximately six months, and generally does not
 16 develop any long term customer relationships.

HIRING PROCEDURE

18 6. The Children's Store works in conjunction with the Adult Store for hiring. In general,
 19 the Assistant Manager of Human Resources for the Adult Store interviews candidates and selects
 20 individuals that would be potential hires for the Children's Store. The Children's Store also
 21 interviews its own candidates who apply directly to this store. I interview all sales associate
 22 candidates who are ultimately hired.

23 7. The orientation process for the Children's Store is managed by the Assistant Manager
 24 of Human Resources for the Adult Store.

COMPENSATION

26 8. The Children's store has two full-time non-exempt sales associates.

27 9. All of the sales associates are part-time non-exempt employees (with the exception of

1 the two full-time non-exempt sales associates). The part-time sales associates are scheduled for 15 -
2 20 hours per week.

3 10. All sales associates are compensated by an hourly rate of pay. No sales associate
4 receives commission compensation.

5 11. Sales associates on some occasions work more than eight hours in a day or more than
6 forty hours in a week. In these instances, the sales associate is compensated for overtime at a
7 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

8 **CLOCKING IN AND OUT**

9 12. There is an opening shipping and receiving shift on Mondays and Wednesdays from 7
10 am to 10 am.

11 13. The opening sales associate shift is 7 am to 12 pm. The mid sales associate shift is
12 from 12 to 5 pm. The last shift of the day starts at 5 and goes until 10 pm. Shifts are approximately
13 five to eight hours.

14 14. The opening Manager generally waits for the sales associate who is on the opening
15 shift to arrive and together they enter the store.

16 15. The patron door is unlocked at 10 am when the store opens.

17 16. The store hours are Monday through Saturday 10 am to 9 pm, and Sunday 10 am to 7
18 pm.

19 17. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is either
20 the Assistant Manager or one of the Selling Managers. The CSM is responsible for coordinating the
21 sales associates while they work on the floor.

22 18. With the number of different shifts in the store, sales associates finish with their shifts
23 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will
24 advise sales associates when their shift is over. The sales associate will then be instructed to clock
25 out, and one of the Managers performs a loss prevention search.

26 19. It takes approximately five minutes for a sales associate to exit the store after clocking
27 out. Although management is available to perform loss prevention searches, many times, sales
28

Although management is available to perform loss prevention searches, many times, sales associates remain in the store after clocking out to gather their things, wait for rides, or taking care of other personal matters. At any given time there is a minimum of one manager in the store with the ability to perform a loss prevention search.

20. Sales associates are required to use the time-keeping system to record hours worked. Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System ("POS"). A true and correct copy of the floor plan for the Children's store is attached hereto as Exhibit A. There are 2 cash registers in the store, indicating on Exhibit A as "T". Sales associates either clock-in before or after putting away their personal belongings.

21. It is each sales associate's responsibility to clock-in and out each day. If a sales associate forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

22. A true and correct copy of the floor plan for the Children's store is attached as Exhibit A. The door designated as "A" is the main door where sales associates enter and exit. This is also used as a patron door and as a shipping and receiving door. Door "B" is used as an emergency exit and to take trash out of the building. Employees are not permitted to use this door to enter or leave the store.

23. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The procedure for the loss prevention search is for each sales associate to show the contents of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the bag of a sales associate.

24. The small size of the store and the lower volume of sales allows quick loss prevention searches.

REST AND MEAL BREAKS

25. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the store to update each sales associate as to the sales goals for the day. The CSM also designates the

the schedule for the day including the time when each sales associate will be designated to go on his/her rest or meal break.

26. The schedule for rest and meal breaks is written down on the Daily Planning Agenda. This form has a list of all sales associates scheduled to work and lists when each sales associate is scheduled to take their rest and meal break.

27. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

28. Sales associates do not clock-out for rest breaks

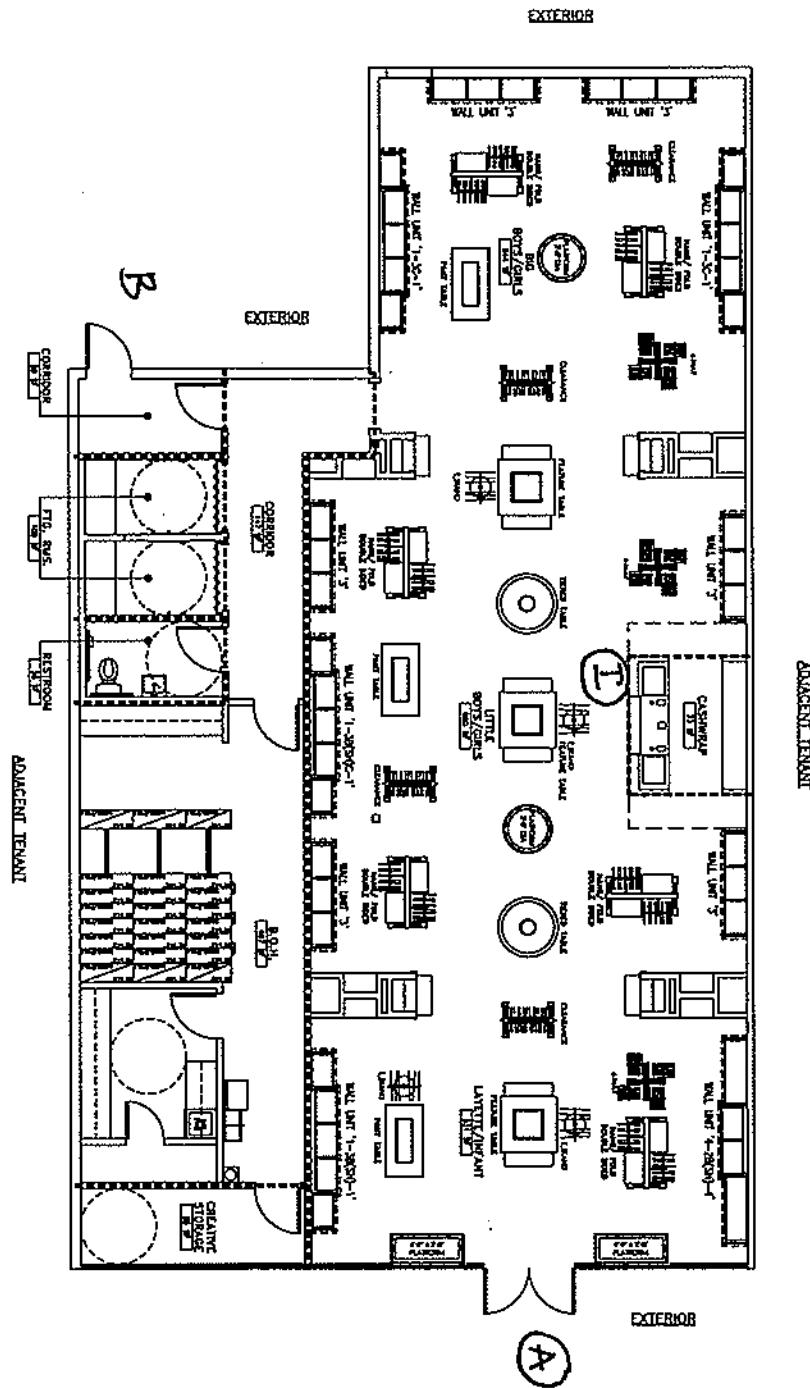
29. Sales associates clock-out for meal breaks. Sales associates typically do not leave the store during their meal break after gathering their belongings and finding a Manager to perform a loss prevention search.

30. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook. This material is reviewed with each sales associate during their orientation.

I declare under penalty of perjury under the laws of the State of California that the foregoing
is true and correct.

Executed on May 2, 2008

Valerie Ramos
Valerie Ramos



POLO RALPH LAUREN
CHILDREN

AREA CALCULATIONS	
DESTROYED AREA	3,180 m ²
DESTROYED AREA	1/2 Acre
TOTAL AREA	3,180 m ²
APPROVED BY	DETROIT
RD (PSS-00203)	11.19.06

NO. DATE ISSUED/EF.	10-10-01
FACTORY NAME/TITLE	
FOC	
FACTORY ZONE LOCATION	GILROY, CA
FACTORY ZONE NUMBER	TBD
FIXTURE PLANNING	
ITEM NO.	4400
ITEM NO.	110000
ITEM NO.	K4400
ITEM NO.	W4400

EXHIBIT 34

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 2 Alisha M. Louie (SBN 240863)
 3 GREENBERG TRAURIG, LLP
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10 Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

11
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

12
 13 ANN OTSUKA, an individual; JANIS KEEFE,
 14 an individual; CORINNE PHIPPS, and
 15 individual; and JUSTIN KISER, an individual;
 16 and on behalf of all others similarly situated,

17 Plaintiff,
 18 v.
 19 POLO RALPH LAUREN CORPORATION, a
 20 Delaware Corporation; et al.,
 21 Defendants.

22 Case No. C07-02780 SI

23
**DECLARATION OF TIMOTHY
 HOMAN IN SUPPORT OF
 DEFENDANTS' OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

24 Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, TIMOTHY HOMAN, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the Assistant Manager Merchandising for Polo Ralph Lauren Factory
 3 Outlet Store, located in Mammoth Lakes, California ("Mammoth store"). I have served in this
 4 position since May 2008. Previously I was a part-time sales associate from September 2004-May
 5 2008. I have personal knowledge of the facts set forth in this declaration, and if called as a witness,
 6 could and would competently testify as set forth below.

7 2. Presently, there are two other managers ("Managers"), including an Assistant Manager
 8 Point of Sale, and an Assistant Manager Operations. All Managers are paid a salary and are not
 9 compensated by the hour. Presently there is one supervisor ("Supervisor"), who is compensated at an
 10 hourly rate of pay.

11 3. At present, there are approximately 32 sales associates that work in the store.

12 4. Sales associates are generally seasonal workers who come to Mammoth Lakes during
 13 the ski season and are not career retail associates. The average associate works here seasonally, and
 14 generally does not develop any long term customer relationships.

HIRING PROCEDURE

15 5. The General Manager is responsible for interviewing new sales associate candidates.
 16 She interview all sales associate candidates who are ultimately hired.

17 6. During the hiring process, she discuss sales associate compensation and answer any
 18 questions that sales associates may have.

19 7. During the orientation process, the sales associate participates in a loss prevention
 20 orientation that consists of safety and check-out procedures on two videos.

COMPENSATION

21 8. The Mammoth store has one full-time non-exempt sales associate.

22 9. All of the other sales associates are part-time non-exempt employees. The sales
 23 associates are scheduled for up to 30 hours per week.

24 10. All sales associates are compensated by an hourly rate of pay. No sales associate
 25 receives commission compensation.

11. Sales associates on some occasions work more than eight hours in a day or more than forty hours in a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

12. There is an opening shipping and receiving shift at 7 am that ends at 12 pm.

13. The opening sales associate shift is 9 or 10 am to 2 or 3 pm. In peak season there is a mid sales associate shift from 12 pm to 5 pm. The last shift of the day starts at 4 or 5 pm and goes until 10 pm. Shifts are approximately four to six hours.

14. The opening Manager is aware of when sales associates are due to arrive and generally in the morning works in the store within audible distance of a sales associate knocking on the door. Sales associates can and do call the Manager on their cell phone if they need to be let into the store. All employees are provided with the store phone number.

15. All doors to the store are unlocked at 9 am when the store opens.

16. During peak ski season the store hours are Sunday through Thursday 10 am to 8 pm, and on Fridays and Saturdays store hours are 10 am to 9 pm. During off-season the store hours are Sunday through Thursday 10 am to 7 pm, and on Fridays and Saturdays store hours are 10 am to 8 pm.

17. At all times, there is a Customer Service Manager (“CSM”) on duty. A CSM is an employee with management responsibilities, either as the General Manager, Assistant Manager or Supervisor. The CSM is responsible for coordinating the sales associates while they work on the floor.

18. With the number of different shifts in the store, sales associates finish with their shifts at different points throughout the day. The CSM is constantly monitoring the shift schedule and will advise sales associates when their shift is over. The sales associate will then be instructed to clock out, and one of the Managers performs a loss prevention search.

19. It takes about one minute for a sales associate to exit the store after clocking out.

20. Sales associates are required to use the time-keeping system to record hours worked.

Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System ("POS"). A true and correct copy of the floor plan for the Mammoth store is attached hereto as Exhibit A. There are 3 cash registers in the store, indicating on Exhibit A as "I". Sales associates clock-in after putting away their personal belongings.

21. It is each sales associate's responsibility to clock-in and out each day. If a sales associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

22. A true and correct copy of the floor plan for the Mammoth store is attached as Exhibit A. The door designated as "A" is the main door where sales associates enter and exit. This is also used as a patron door. Door "B" is the shipping and receiving entrance and is also used as an emergency exit. Employees are not permitted to use this door to enter or leave the store.

23. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The procedure for the loss prevention search is for each sales associate to show the contents of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the bag of a sales associate. I would estimate from the time a sales associate clocks out until the sales associate exits the store, following a loss prevention search, this process takes approximately one minute.

24. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

25. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the store to update each sales associate as to the sales goals for the day. The CSM also designates the area which each sales associate will be covering. In addition, the CSM informs the sales associate of the schedule for the day including the time when each sales associate will be designated to go on his/her rest or meal break.

1 26. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
2 This form has a list of all sales associates scheduled to work and lists when each sales associate is
3 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
4 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
5 they have taken their rest or meal break.

6 27. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
7 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

8 28. Sales associates do not clock-out for rest breaks.

9 29. As a long term employee since September 2004, I have always been aware that it is
10 Polo's policy for me to take rest breaks. Since 2004, Managers have always followed up with
11 employees to make sure they take their rest breaks. The format for rest breaks was not written down
12 formally on the Daily Planning Agenda the way it is now. Since 2004 I have always taken my rest
13 breaks.

14 30. Sales associates clock-out for meal breaks. Sales associates typically leave the store
15 during their meal break after gathering their belonging and finding a Manager or Supervisor to
16 perform a loss prevention search.

17 31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
18 This material is reviewed with each sales associate during their orientation.

19 32. As a long term employee since September 2004, I have always taken meal breaks.

SCHEDULING

21 33. The General Managers prepares the schedule for the Mammoth store. She ensures that
22 the schedule is structured to allow for full-coverage on the floor. Time for rest and meal breaks are
23 always accommodated and there is always adequate manager coverage to perform loss prevention
24 searches.

25 34. For example, the Mammoth store is a lower-volume store which often times requires
26 fewer employees to run the store. However, the schedule always provides for at least three employees
27 to be working at any given time so that rest and meal break times can be scheduled while maintaining
28

adequate floor coverage.

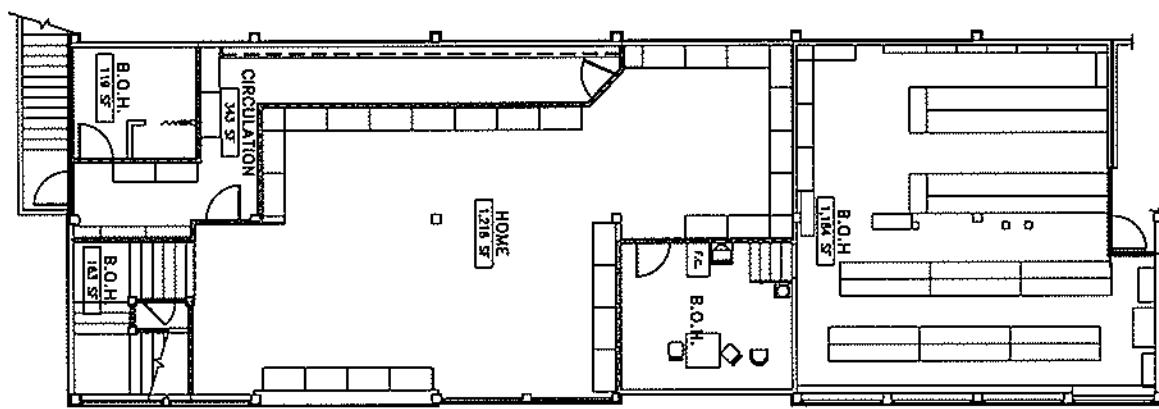
35. Furthermore, scheduling in the Mammoth stores takes into account the availability of management. For example, the schedule will not have both start-of-shift meetings, which are led by a manager, and employees ending their shifts, occurring at the same time. This allows for proper management availability on the floor when employees are ending their shifts and require bag inspection searches.

36. The General Manager for the Mammoth store always ensures that the schedule provides for manager availability during necessary times, including the end-of-shifts when employees require a bag inspection by a manager.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 18 2008

Timothy Horan



AREA CALCULATIONS	
DRAWING AREA	1216 SF
EXCLUDED AREA	0 SF
TOTAL AREA	1216 SF
DATE ISSUED	
PERC. DATE ISSUED BY	
ISSUE DATE REQUESTED	
MAMMOTH LAKES, CA	
030	
BASE PLAN	
IN	00.0000
MM	00.0000
FT	00.0000
BP-1 2ND FLOOR	

POLO RALPH LAUREN

EXHIBIT 35

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 2 Alisha M. Louie (SBN 240863)
 3 GREENBERG TRAURIG, LLP
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6 Jeremy A. Meier (SBN 139849)
 7 GREENBERG TRAURIG, LLP
 8 1201 K Street, Suite 1100
 Sacramento, CA 95814-3938
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 Facsimile: (916) 448-1709
 Email: meierj@gtlaw.com

10 Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

11
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

12
 13 ANN OTSUKA, an individual; JANIS KEEFE,
 14 an individual; CORINNE PHIPPS, and
 15 individual; and JUSTIN KISER, an individual;
 16 and on behalf of all others similarly situated,

17 Plaintiff,
 18 v.
 19 POLO RALPH LAUREN CORPORATION, a
 20 Delaware Corporation; et al.,
 21 Defendants.

22 Case No. C07-02780 SI

23
**DECLARATION OF APRIL HICKS IN
 SUPPORT OF DEFENDANTS'
 OPPOSITION TO PLAINTIFFS'
 MOTION FOR CLASS
 CERTIFICATION**

24 Date: July 11, 2008
 Time: 9:00 am
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

25
 26 AND RELATED CROSS-ACTIONS.
 27
 28

1 I, April Hicks, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in Ontario, California. I have served in this position since October 2007. I was previously the
4 General Manager for the Cabazon store for just over one year. I have personal knowledge of the facts
5 set forth in this declaration, and if called as a witness, could and would competently testify as set
6 forth below.

7 2. Presently, I oversee four managers ("Managers"), including an Assistant Manager
8 Merchandising - Men's and Home, Assistant Manager Merchandising - Women's and Kids, Assistant
9 Manager Human Resources, and an Assistant Manager Operations. All managers are paid a salary
10 and are not compensated by the hour. Presently I oversee three supervisors ("Supervisors"), including
11 a supervisor for Women's and Kid's, Men's and Home, and Shipping and Receiving. All
12 Supervisors are paid an hourly rate of pay.

13 3. At present, there are approximately thirty sales associates that work in the store.

14 4. Sales associates are generally students and not career retail associates. The average
15 associate works here for four to six months, and generally does not develop any long term customer
16 relationships.

17 HIRING PROCEDURE

18 5. The Assistant Manager Human Resources is responsible for interviewing new sales
19 associate candidates. I interview every sales associate candidate who is ultimately hired.

20 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
21 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
22 inspection procedures.

23 7. During the hiring process, the Assistant Manager Human Resources discusses sales
24 associate compensation and answers any questions that sales associates may have.

25 8. During the orientation process, the sales associate participates in a loss prevention
26 orientation that consists of safety and check-out procedures on two videos.

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COMPENSATION

9. The Ontario store does not have any full-time non-exempt employees.

10. All sales associates are part-time non-exempt employees. The sales associates are scheduled for up to 20 hours per week.

11. All sales associates are compensated by an hourly rate of pay. No sales associate receives commission compensation.

12. Sales associates on some occasions work more than eight hours in a day or more than forty hours in a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

13. There is an opening shipping and receiving shift at 5 am that ends at 10 am.

14. Shifts vary depending on the season. At peak times, the opening sales associate store shift is 10 am, with more sales associates starting throughout the day. The last shift of the day starts at 5 pm and goes until 10 or 11 pm. Shifts are approximately four to six hours.

15. The opening Manager is aware of when sales associates are due to arrive and generally in the morning works in the store within audible distance of a sales associate knocking on the door. Sales associates can and do call the Manager on their cell phone if they need to be let into the store. All employees are provided with the store phone number.

16. All doors to the store are unlocked at 10 am when the store opens.

17. Monday through Saturday the store hours are 10 am to 9:30 pm, and on Sundays store hours are 10 am to 8 pm.

18. At all times, there is a Customer Service Manager (“CSM”) on duty. A CSM is an employee with management responsibilities, either as the General Manager, Assistant Manager or Supervisor. The CSM is responsible for coordinating the sales associates while they work on the floor.

19. With the number of different shifts in the store, sales associates finish with their shifts at different points throughout the day. The CSM is constantly monitoring the shift schedule and will

1 advise sales associates when their shift is over. The sales associate will then be instructed to clock
 2 out, and one of the Managers performs a loss prevention search. The CSM communicates with other
 3 Managers in the store via walkie-talkie to coordinate a timely loss prevention search after a sales
 4 associate clocks out.

5 20. It takes approximately three to five minutes for a sales associate to exit the store after
 6 clocking out. At any given time there is a minimum of two Managers or supervisors in the store with
 7 the ability to perform a loss prevention search.

8 21. Sales associates are required to use the time-keeping system to record hours worked.
 9 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
 10 ("POS"). A true and correct copy of the floor plan for the Ontario store is attached hereto as Exhibit
 11 A. There are 6 cash registers in the store, indicating on Exhibit A as "I". Sales associates can also
 12 clock in on one computer located in the back area of the stores. Sales associates clock-in after putting
 13 away their personal belongings.

14 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
 15 associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
 16 making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

18 23. A true and correct copy of the floor plan for the Ontario store is attached as Exhibit A.
 19 The door designated as "A" is the main door where sales associates enter and exit. This is also used
 20 as a patron door. Door "B" is a shipping and receiving entrance and can also be used as an
 21 emergency exit. Employees are not permitted to use this door to enter or leave the store. Door "C" is
 22 a patron entrance and exit only.

23 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
 24 search. The procedure for the loss prevention search is for each sales associate to show the contents
 25 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
 26 bag of a sales associate.

27 25. I have never received any complaints regarding the loss prevention search procedure,
 28

Jun 21 2008 1:10PM Stacy Welch

(909) 797-7089

P. 1

1 including any complaints that the process is time consuming, humiliating or causes emotional
2 distress.

3 **REST AND MEAL BREAKS**

4 26. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the
5 store to update each sales associate as to the sales goals for the day. The CSM also designates the
6 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
7 the schedule for the day including the time when each sales associate will be designated to go on
8 his/her rest or meal break.

9 27. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
10 This form has a list of all sales associates scheduled to work and lists when each sales associate is
11 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
12 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
13 they have taken their rest or meal break.

14 28. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
15 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

16 29. Sales associates do not clock-out for rest breaks.

17 30. Sales associates clock-out for meal breaks. Sales associates typically leave the store
18 during for their meal break after gathering their belonging and finding a Manager or Supervisor to
19 perform a loss prevention search.

20 31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
21 This material is reviewed with each sales associate during their orientation.

22 I declare under penalty of perjury under the laws of the State of California that the foregoing
23 is true and correct.

24 Executed on March 4, 2008

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26 
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